SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
KELLY PETER	NXP Semiconductors N.V. [NXPI]	

1. Name and Address of Reporting Person[*]

KELLY PETER

(Last)   (First)   (Middle)

C/O NXP SEMICONDUCTORS N.V.

HIGH TECH CAMPUS 60

(Street)

EINDHOVEN   P7   5656AG

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

NXP Semiconductors N.V. [NXPI]

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

EVP & CFO

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2019		M		9,091	A	(1)	66,275	D	
Common Stock	10/26/2019		F		3,674	D	$105.86	62,601	D	
Common Stock	10/27/2019		M		10,093	A	(1)	72,694	D	
Common Stock	10/27/2019		F		4,179	D	$105.86	68,515	D	
Common Stock								40,000	I	By 2019 GRAT

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(1)	10/26/2019		M			9,091	(2)	10/26/2020	Common Stock	9,091	$0	9,091	D	
Restricted Stock Unit	(1)	10/27/2019		M			10,093	(3)	10/27/2019	Common Stock	10,093	$0	0	D	

Explanation of Responses:

1. Each Restricted Stock Unit represents the conditional right to receive one share of common stock.

2. The Restricted Stock Units vest in three equal annual installments on the anniversary of the 10/26/2017 grant date (subject to the terms of the reporting person's award agreement).

3. The Restricted Stock Units vest in three equal annual installments on the anniversary of the 10/27/2016 grant date (subject to the terms of the reporting person's award agreement).

Remarks:

/s/ Peter Kelly by Dr. Jean A.W. Schreurs under Power of Attorney   10/29/2019

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.